

Division of Corporations

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# PO3000050607

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA & OFFSHORE BUSINESS FORMATION, INC.  
Account Number : I20010000099  
Phone : (775) 884-1357  
Fax Number : (775) 882-6818

**FLORIDA PROFIT CORPORATION OR P.A.**

**BGP Enterprises, Inc.**

SECRET  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

03 MAY -7 PM 4:29

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 7, 2003

FLORIDA & OFFSHORE BUSINESS FORMATION, INC.

SUBJECT: BGP ENTERPRISES, INC.  
REF: W03000013076

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**ARTICLES OF INCORPORATION  
OF  
BGP Limited Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F. S. (Profit) the undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be: **BGP Limited Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business address is: 20 S. Broad Street, Brooksville, FL 34601

The Mailing Address: 20 S. Broad Street, Brooksville, FL 34601

**ARTICLE III: SHARES**

The number of shares of stock is 1,000 Shares Common Stock At \$1.00 Per Share

**ARTICLE IV: INITIAL REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Florida & Offshore Business Formation, Inc.

20 S. Broad Street

Brooksville Florida, 34601

**ARTICLE V: INCORPORATOR**

The name and address of the incorporator is:

Alan Teegardin

Florida & Offshore Business Formation, Inc.

20 S. Broad Street

Brooksville, Florida, 34601

**ARTICLE VI: PURPOSE**

The purpose for which the corporation is organized is any and all lawful business.

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**ARTICLE VI: PURPOSE**

The purpose for which the corporation is organized is any and all lawful business.

**ARTICLE VII: INITIAL OFFICERS/DIRECTORS**

The name(s) and address(s) of the: Director(s): Luanne Panacek Of 10307 Cliff Circle, Tampa, Fl 33612, Roger Bouws Of 314 W. Frances Avenue, Tampa, Fl 33602, Susan Bouws Of 314 W. Frances Avenue, Tampa, Fl 33602, Jeff Gagnon Of 1709 E. Kirby Street, Tampa, Fl 33604 And Jacob Gagnon Of 8004 North Boulevard Avenue, Tampa, Fl 33604.

**ARTICLE VIII: DURATION and EFFECTIVE DATE**

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity. The effective date shall be the date of filing of this corporation with the Florida Division of Corporations.

**ARTICLE IX: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she or it already holds, shall have the right to purchase his/ or its prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the same is offered to others.

**ARTICLE X: BOARD OF DIRECTORS**

This corporation shall have director(s) initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1).

**ARTICLE XI: BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

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**ARTICLE XII: AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII: INDEMNIFICATION**

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

The undersigned has executed these Articles of Incorporation this May 7, 2003

Florida & Offshore Business Formation, Inc. by its agent, Alan Teegardin.

BGP Limited Inc.



Alan Teegardin, Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: BGP Limited Inc.
2. The name and address of the registered agent and office is:

Florida & Offshore Business Formation, Inc.  
20 S. Broad Street  
Brooksville, FL 34601

Having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BGP Limited Inc.

  
Alan Teegardin

For and on behalf of Florida & Offshore  
Business Formation, Inc.

7 May 2003

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TALLAHASSEE, FLORIDA